

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL

Docket No. _____
ICC Office Use Only

Enron Broadband Services, Inc.

Application for a certificate of
interexchange authority
to operate as a reseller or facilities
based carrier of telecommunications
services in the State of Illinois.

00-0479

CHIEF CLERK'S OFFICE
JUL 3 9 30 AM '00
ILLINOIS
COMMERCE COMMISSION

APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER

GENERAL

1. Applicant's Name FEIN # 93-1205987

Enron Broadband Services, Inc
2100 SW River Parkway
Portland, OR 97201-8009

2. Authority Requested:

13-403 and 13-404

3. Request for waivers/variances:

Applicant requests waivers of Part 710 and Part 735 and of all other provisions for which waivers
have been given to other applicants for interexchange service certification.

4. In what area of the state does the Applicant propose to provide service?

Between exchanges in which the state's metropolitan areas are located.

5. Please attach a sheet designating contact persons to work with Staff on the following:

The designated contact person for all issues will be:

James J. Stamos
Stamos & Trucco
10 N. Dearborn St., 5th Floor

Chicago, IL 60602
Ph: 312-630-7979
Fx: 312-630-1183
email: jstamos@stamostrucco.com

6. Please check type of organization?

☐ Individual ☒ Corporation
☐ Partnership Date corporation was formed See below
In what state? Oregon
☐ Other (Specify)

Petitioner is a corporation incorporated under the laws of the State of Oregon. Petitioner initially incorporated in March of 1996 as Portland General Communications Services, Inc. On November 15, 1996, Petitioner filed Articles of Amendment to change their name to First Point Communications, Inc. On March 23, 1998, Petitioner filed Articles of Amendment to change their name to Enron Communications, Inc. Again, on January 20, 2000, Petitioner filed Articles of Amendment to change their name to Enron Broadband Services, Inc. Petitioner is currently operating and intends to offer services in Illinois under the business name Enron Broadband Services, Inc. A copy of Petitioner's Articles of Incorporation and above-referenced Amendments are attached hereto as Exhibit A.

7. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

Attached as Exhibits A and B, respectively.

8. List jurisdictions in which Applicant is offering service(s).

EBS is currently offering service in Colorado and Oregon.

9. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

☐ YES (Please provide details) ☒ NO

10. Have there been any complaints against the Applicant in any other jurisdiction?

☐ YES ☒ NO

11. Will the Applicant keep its books and records in Illinois? ☐ YES ☒ NO

Applicant requests permission pursuant to 83 Ill. Adm Code Part 250 to maintain its books and records at its corporate headquarters in Portland, Oregon.

MANAGERIAL

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Attached as Exhibit C.

13. List officers of Applicant.

See Exhibit C.

14. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? ____ YES X NO

15. How will Applicant bill for its service(s)?

Pursuant to contractual terms negotiated with its customers.

16. How does Applicant propose to handle service, billing, and repair complaints?

Pursuant to contractual terms negotiated with its customers.

17. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? X YES ____ NO

18. What telephone number(s) would a customer use to contact your company?

1-888-337-1998

19. What are your procedures to prevent unauthorized "slamming" of customers?

Not Applicable

20. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

Not applicable

21. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation?

Not applicable

FINANCIAL

22. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Financial data are designated Exhibit D and are submitted under seal and an appropriate motion for leave to file under seal is filed contemporaneously with this Application.

TECHNICAL

23. Does Applicant utilize its own equipment and/or facilities? ☒ YES ☐ NO

If YES, please list:

Applicant currently operates a Point of Presence and a co-location center in Illinois. The process of enhancing or adding to these facilities will be ongoing and will be based upon the needs and requests of our customers.

24. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).

Applicant intends to provide dedicated private line interexchange network services which may entail the occasional lease or purchase of Ameritech intraexchange transport.


25. Will technical personnel be available at all times to assist customers with service problems?

☒ YES ☐ NO

26. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message

explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls?

Not Applicable

A handwritten signature in black ink, consisting of stylized, cursive letters, positioned above a horizontal line.

(Signature of Applicant)

22

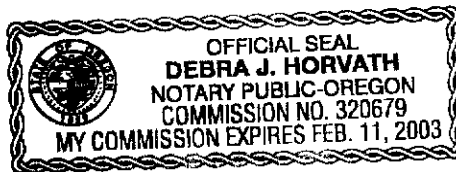
State of Oregon)
County of Multnomah)

Kevin R. Kohnstamm makes oath and says that he is Vice President of Network Development of Enron Broadband Services and that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Kevin R. Kohnstamm

Subscribed and sworn to me before me, a Notary Public
In the State and County above named, this 29 day of June, 2000

Rachna J. Horvath
Notary Public



OREGON ARTICLES OF INCORPORATION AND AMENDMENTS

EXHIBIT A

505434-88

FILED

MAR 12 1996

ARTICLES OF INCORPORATION
OF
PORTLAND GENERAL COMMUNICATIONS SERVICES, INC. SECRETARY OF STATE

Portland General Holdings, Inc., as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is Portland General Communications Services, Inc.

ARTICLE II.

The purpose for which this corporation is organized is to engage in any lawful business as authorized by the provisions of the Oregon Business Corporation Act and to do anything in the operation of this corporation or for the accomplishment of any of its purposes or for the exercise of any of its powers necessary or beneficial to this corporation.

ARTICLE III.

The aggregate number of shares which this corporation shall have authority to issue is 100. No shareholder shall have any preemptive right to acquire shares of this corporation, whether of shares originally authorized herein or other shares which may subsequently be authorized.

ARTICLE IV.

The address of the initial registered office of the corporation is:

121 SW Salmon Street
Portland, Oregon 97204

and the name of its initial registered agent at such address is:

Ronald W. Johnson

PAGE 1 - ARTICLES OF INCORPORATION

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505434-88

and the address to which notices required by the Oregon Business Corporation Act may be mailed is:

121 SW Salmon Street
Portland, OR 97204
Attention: Legal Department

ARTICLE V.

The number of directors constituting the Board of Directors shall consist of not less than 1 or more than 5 persons, the exact number to be fixed from time to time by a resolution adopted by a majority of the total number of directors then in office, though less than a quorum, or by a sole remaining director, at a regular or special meeting of the Board of Directors, provided that no decrease in the number of directors shall shorten the term of any incumbent director.

Any vacancy occurring in the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, acting at a regular or special meeting of the Board of Directors, such new directors to serve until a successor shall be duly elected and qualified.

ARTICLE VI.

The name and address of the incorporator is:

Portland General Holdings, Inc.
121 SW Salmon Street
Portland, Oregon 97204

Attention: Steven F. McCarroll 1-WTC-13.

505434-88

ARTICLE VII.

This corporation shall have the right to make distributions to the shareholders as provided in the Oregon Business Corporation Act as it shall be in effect from time to time.

ARTICLE VIII.

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director. No amendment or repeal of this provision shall adversely affect any right or protection of a director existing at the time of such amendment or repeal. No change in the law shall reduce or eliminate the rights and protections applicable at the time this provision shall become effective unless the change in law shall specifically require such reduction or elimination.

ARTICLE IX.

Articles I, II, III, V, VII, VIII and IX may be amended or repealed only upon a majority vote of the shareholders.

7/11/2000 7:05

3/17/94 15:34.37 FROM: AVT FAX

TO: 88521575 11:00 PM PAGE 5

Submit the original
and one true copy
\$10.00

Registry Number:

505434-88



SECRETARY OF STATE
Corporation Division - Business Registry
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 866-3200 Facsimile (503) 378-4361

THIS SPACE FOR OFFICE USE ONLY

FILED

NOV 15 1996

Secretary of State

ARTICLES OF AMENDMENT
By Incorporators, Directors or Shareholders
PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:
Portland General Communications Services, Inc.
2. State the article number(s) and set forth the article(s) as it is amended to read or attach a separate sheet.
Article 1.
The name of the corporation is FirstPoint Communications, Inc.
3. The amendment(s) was adopted on November 15, 1996. (If more than one amendment was adopted, identify the date of adoption of each amendment.)
4. Check the appropriate statement:
☒ Shareholder action was required to adopt the amendment(s). The vote was as follows:

CURIES of votes of shares	Number of shares outstanding	Number of votes granted to be cast	Number of votes cast for	Number of votes cast against
Common	62	1	1	-0-

- ☐ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.
- ☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

Execution:

[Signature]
Signature

Steven E. McCannell
Printed name

Secretary
Title

Person to contact about this filing:

Bonnie Rushing

(503) 464-8652

Name

Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4361.

112 (11/93)

ENCLOSURE

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

FIRSTPOINT COMMUNICATIONS, INC., AN OREGON CORPORATION

05/23/98 8:27 AM 5046953
FILED
CHECK
MAR 23 1998
OREGON
SECRETARY OF STATE
R50
910.00

Registry Number: 505434-88

Pursuant to the provisions of ORS 60.43 1, the undersigned corporation executes the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: "FirstPoint Communications, Inc."
2. The following amendment to Article 1 of the Restated Articles of Incorporation was adopted by the unanimous written consent of all members of the Board of Directors by resolution dated effective the 2nd day of March, 1998, and by the written consent of the sole shareholders by resolution dated effective the 2nd day of March, 1998:

Article 1: The name of the corporation is "Enron Communications, Inc."

3. Check the one appropriate statement:

Shareholder action was not required to adopt the amendments.

- ☒ Shareholder action was required to adopt the amendments. The shareholder vote was as follows:

Class of Shares	Number of Shares Outstanding	Number of Votes Entitled To Be Cast	Number of Votes Cast For	Number of Votes Cast Against
Common	1	1	1	0

Execution:


Signature Joseph M. Hirko President
Printed Name Title

Person to contact about this filing:

Geneva Hiram (713) 855-7291
Name Daytime phone number

Sally
3/23

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

JUN 20 2000 4:04 PM FR CORPORATE SEC. DEPT. 646 8887 TO 9150362236

P.02/02

5699



Phone: (503) 226-2200
Fax: (503) 379-4441

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
250 Capitol St. NE, Suite 151
Salem, OR 97310-1527

Check the appropriate box below:

- ☐ BUSINESS/PROFESSIONAL CORPORATION
(Numbers only 1, 2, 3, 4, 5, 7)
☐ NONPROFIT CORPORATION
(Numbers only 1, 2, 3, 4, 5, 7)

FILED

JAN 20 2000

OREGON
SECRETARY OF STATE

Registry Number: 505414-48

Attach Additional Sheet(s) Necessary
Please Type or Print Legibly in Black Ink

1) Name of Corporation Prior to Amendment: Enpro Consulting Services, Inc.

2) State the Article Number(s) and set forth the Article(s) as it is amended to read. (Attach a separate sheet if necessary.)

Article 1:

The name of the corporation is Enpro Consulting Services, Inc.3) The Amendment was adopted on the: January 20, 2000

(If more than one amendment is being adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) Check the Appropriate Statement

- ☒ Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast	Number of votes necessary for action
1	42	3	1	0

- ☐ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors or group shareholder action.

- ☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) Check the Appropriate Statement

- ☐ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

- ☐ Membership approval was required. The membership vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast	Number of votes necessary for action

6) Executive

Print Name

Angie H. Davis

Signature

Angie H. Davis

Title

Vice President and Secretary

7) Contact Name

Geneva R. Rolland

Daytime Phone Number—Include Area Code

(503) 851-7291

CR15 (Rev. 12/99)
Copyright © 1999 Oregon Secretary of State

FEES

Include check for fee payable to
"Oregon Secretary of State"

NOTE: filing fees may be paid
with credit of incorporation. The
and fee and publication fees
would be a benefit or a separate
check to other creditors.

** TOTAL PAGE.02 **

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

** TOTAL PAGE 11 **

CERTIFICATE

*State of Oregon*OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

ENRON COMMUNICATIONS, INC.

was filed under the Oregon

Business Corporation Act

on March 12, 1996

Articles of Amendment

were filed on January 20, 2000

changing the name to

ENRON BROADBAND SERVICES, INC.

I further certify that

ENRON BROADBAND SERVICES, INC.

is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State

By *Marilyn R. Smith*
Marilyn R. Smith
January 31, 2000

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

That the attached Document File for:
ENRON BROADBAND SERVICES, INC.

is a true copy of the original documents
that have been filed with this office.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State

By

Marilyn R. Smith

Marilyn R. Smith

April 12, 2000

ILLINOIS AUTHORIZATION TO DO BUSINESS

EXHIBIT B

Form **BCA-13.40**

(Rev. Jan. 1999)

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**File # F6008-028-3

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1837
<http://www.sos.state.il.us>

FILED

FEB 09 2000

JESSE WHITE
SECRETARY OF STATE**SUBMIT IN DUPLICATE**This space for use by
Secretary of StateDate 2-9-00

Filing Fee \$25.00

Approved: ✓Remit payment in check or money
order, payable to "Secretary of State."1. (a) CORPORATE NAME: Enron Communications, Inc.(b) If changed, NEW CORPORATE NAME: Enron Broadband Services, Inc.

(c) (Complete only if the new corporate name is not available in this state.)

ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)2. (a) State or Country of Incorporation: Oregon(b) If changed, Period of Duration: No Change3. (a) If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated FEBRUARY 7, 2000
(Month/Day) (Year)

attested by Kristina Mordaunt
(Signature of Secretary or Assistant Secretary)
Kristina M. Mordaunt, Managing Director
(Type or Print Name and Title) Vice President

Enron Broadband Services, Inc.

(Exact Name of Corporation)

by Angus H. Davis
(Signature of President or Vice President)

Angus H. Davis, Secretary
(Type or Print Name and Title)

C-196.8

(IL023 - 2/11/99)

JUN 2 2000

0011454

BOX 170

00114654

File Number 6008-028-3

1439/0137 10 001 Page 1 of 3
2000-02-16 14:01:09
Cook County Recorder

State of Illinois

Office of The Secretary of State

Whereas,

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
ENRON BROADBAND SERVICES, INC.INCORPORATED UNDER THE LAWS OF THE STATE OF OREGON HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 9TH
day of FEBRUARY A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

BOX 170

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

That the attached copy of the
Articles of
Amendment

filed on
January 20, 2000
for

ENRON COMMUNICATIONS, INC.

changing the name to

ENRON BROADBAND SERVICES, INC.

is a true copy of the original document
that has been filed with this office.

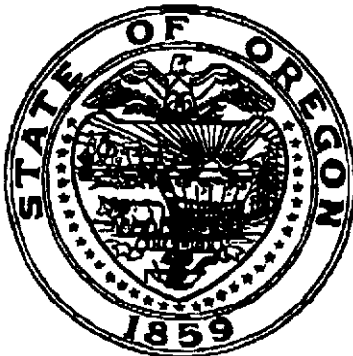
FILED

FEB 09 2000

JESSE WHITE
SECRETARY OF STATE

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State



By

Marilyn R. Smith

Marilyn R. Smith

January 31, 2000

BOX 170

Enron Broadband Services Executive Biographies

Revised as of March 1, 2000

***Joe Hirko,* Chief Executive Officer**

Joe Hirko is Co-chairman and CEO of Enron Broadband Services (EBS). Mr. Hirko has led Enron's entrance into the eBusiness arena with the deployment of a Pure IP intelligent platform to enable eBusiness solutions. Enron Broadband Services has also introduced an array of ePowered services for transporting rich media content over the Internet as well as a new model for standardizing the commoditization of bandwidth. Joe ascended to Communications' group head after 18 years' of service with Portland General Electric (PGE). As CFO of Portland General Electric, he negotiated the merger of PGE and Enron. Joe received a BA in political science, and a M.B.A. in finance, both from Oregon State University.

***Ken Rice,* Chief Commercial Officer**

Ken Rice is Chief Commercial Officer of Enron Broadband Services, where he oversees all commercial departments within the company including application delivery services, bandwidth intermediation services. Mr. Rice leads EBS's pioneering development of cash and forward markets for bandwidth to enable the trading of bandwidth as a commodity, as well as the company's dark fiber and ISP sales channels. Prior to joining Enron Broadband Services, Ken was Chairman and CEO of Enron Capital & Trade Resources, the largest and most diverse energy merchant in North America. He was instrumental in the development, growth, and management of Enron's non-regulated natural gas and electric power merchant activities. Ken began his career in the energy industry in 1980 as a project engineer with InterNorth, one of the pipeline companies, which merged to form Enron in 1985. Ken received a bachelor's of science degree in electrical engineering from the University of Nebraska in 1980, and a M.B.A. from Creighton University in 1984.

Kevin Hannon,

Chief Operating Officer

Kevin Hannon is newly appointed Chief Operating Officer for Enron Broadband Services. He was formerly Chairman and CEO of Enron Global Risk Management, where he focused his efforts on building a successful bandwidth intermediation business for Enron, and providing global risk management oversight. Prior to this position, Mr. Hannon was President and Chief Operating Officer for Enron North America Corp. In this division, Mr. Hannon was responsible for all domestic merchant energy activities in the deregulated natural gas and electricity markets, including: trading, risk management, finance, and asset development/operation. Kevin also directed the development and integration into Enron North America the emerging businesses of paper and pulp, emissions, coal, and weather derivatives. As President of Enron Capital and Trade Commodity and Trade Services, Mr. Hannon was responsible for global risk management, Enron's commodity and interest rate positions worldwide, and risk management for domestic natural gas and electricity. Kevin has also served as Senior Risk manager for Enron Power Trading and Transmission, where he was instrumental in the initial development of Enron's electricity trading and marketing strategies. Before joining Enron, Mr. Hannon was risk manager for Banker's Trust natural gas trading operation. He holds a Bachelor of Arts degree in Economics from LeMoyne College as well as an MBA from Cornell University.

Rex Shelby,

President, Technology and Operations

Before joining Enron Broadband Services, formerly Enron Communications, Mr. Shelby was the founder and CEO of Modulus Technologies, a software company acquired by Enron Communications. In addition to advanced software technology, the Modulus acquisition brought to Enron a range of technology experience and working relationships with a number of communications, hardware, and software companies. Before Modulus, Rex was a partner in McKinsey & Company where he served a number of Global 1000 companies and helped to build that firm's worldwide Information Technology consulting practice. Rex has also been the CEO of Shelby Jones & Company, a technology firm he co-founded and the Partner-In-Charge of the Southern Region for The Information Consulting Group (ICG). Rex brings close to 20 years of technology experience to Enron Broadband Services, along with a range of experience in partnering with technology companies.

Steve Elliott,

President, Global Network Development

Mr. Elliott leads the expansion of Enron Broadband Services physical network both domestically and internationally. He oversees all aspects of business development, physical construction and network service implementation. Prior to his role in leading Global Network Development, Mr. Elliott joined Enron Broadband Services, formerly Enron Communications in 1998 as Senior Vice President and Chief Financial Officer with responsibility for the technology acquisition strategy and daily financial operations and strategy development. Prior to joining Enron, Mr. Elliott has held a variety of positions within Portland General Corporation, an electric utility holding company, most recently as Vice President and Chief Financial Officer. Steve served as Manager of Project Finance for five years at Morrison-Knudsen Corporation in Boise, Idaho,

before moving to Portland General Corporation. He holds a BA degree in Finance and Economics and an MBA in Finance.

Scott Yeager,
Senior Vice President, Strategic Development

Mr. Yeager is Senior Vice President of Strategic Development for Enron Broadband Services, in addition he serves on the Board of Directors of Charter Communications. He recently co-founded FYI-Net, Inc., a multi-media content provider that uses the latest technology and the Internet to provide a creative solution for marketing, sales and training with corporations. In 1981, he founded YSA Inc., a systems integrator of fiber optic systems, which was the foundation for Network Communications, Inc. (NCI) the first competitive fiber optic network in Texas. In 1989, after MFS purchased NCI, he built the MFS Houston network and was instrumental in the role MFS played in developing the competitive local-exchange-carrier market. In 1991, Scott deployed the industries first high-speed Data-Networking services over the MFS fiber infrastructure. In 1992, Scott became Vice President of Sales for MFS Datanet, which contributed to the eventual 14 billion-dollar market cap valuation for MFS paid by WorldCom in 1996. At WorldCom, he served as Vice President of Business Development.

David Cox,
Managing Director of Sales

Mr. Cox began his career with Enron in 1990, as a coordinator of investor roadshows for Enron Corp. He later accepted a position with Enron Capital and Trade Resources Corp., where he managed and developed marketing strategies. In 1994, As Chairman and CEO of a Houston area computer company David successfully negotiated it's solvency. In 1997, Mr. Cox had launched and managed an Internet technology outsourcing company and as Chairman and CEO of Paper & Print Management Corporation, David was instrumental in their success as a startup, which led to the acquisition by Enron Capital & Trade Resources Corp. David re-joined Enron and was responsible for continuing the growth and management of the Pulp & Paper Group that achieved 4.5 billion dollars in sales in 1998. In 1999, Mr. Cox was promoted to Managing Director of Sales for Enron Broadband Services, where he is leading Enron's sales expansion efforts for direct markets.

Jim Crowder,
Vice President, Strategic Alliances

As Vice President, Strategic Alliances, Mr. Crowder and his team are responsible for building alliances with the world's leading technology companies—including Cisco, Sun Microsystems, Level 3, and IBM—thereby furthering and strengthening Enron Broadband Services' transformational architecture and business model geared towards driving broadband services across an internet infrastructure. Mr. Crowder joined Enron Broadband Services, formerly Enron Communications in November 1997, as the result of Enron's acquisition of OPTEC, Inc., an Internet consulting and engineering firm that he headed at the time. Mr. Crowder, as president of OPTEC, and his team brought to Enron an expert understanding of the enterprise, and their requirements of network infrastructures designed to support mission critical applications. Mr. Crowder's industry background includes vast executive-level experience and entrepreneurial energy within technology startups, and within the emerging divisions of more established technology firms. Earlier in his career, he was recruited by GTE to become General Manager of its newly formed Integrated Information Systems Division in the Northwest region, where he developed a business model and plan to provide WAN/LAN design and integration services to

the enterprise. He was able to fast track the planning and recruitment phase to build a team of sales, engineering, operations, contract management, business implementation and consulting professionals. His team development and leadership skills were also honed at Wang Labs, where Mr. Crowder served as National Account Manager prior to joining GTE. There, he led teams in converting applications residing on IBM Mainframes to distributed computing platforms. Mr. Crowder has served on several advisory groups formed to provide input to Information Technology companies on a variety of critical topics ranging from input on new products to program design and definition.

Tom Gros,
Vice President, Global Bandwidth Trading

Mr. Gros, a member of the Office of the Chairman at Enron, is leading EBS's efforts to develop a new market for the commodization of bandwidth trading. He graduated from the Georgia Institute of Technology in 1984 with a degree in Aerospace Engineering and a minor in Foreign Affairs. He worked for Grumman Aerospace and the Central Intelligence Agency before earning an MBA at MIT-Sloan. Graduating in 1989, he went to work for British Petroleum in London as a financial analyst on the Chairman's staff. In 1991, he moved with BP to Houston as the founding trader for BP Gas. In 1994, he took a position with Chemical Bank, starting its New York-based commodities trading group. Mr. Gros joined Enron in October 1996, starting the Industrial Middle marketing team. In 1998, he was promoted to Vice President, and led the Industrial, Regulated and Financial Middle Marketing teams and both the Weather and Emissions Trading and Marketing teams.

Claudia Johnson,
Vice President of Corporate Marketing

Claudia joined Enron as the Director of Corporate Communications, in June 1999, and in November was promoted to Vice President of Corporate Marketing. Claudia oversees all aspects of communications, advertising, public relations, research, new media, events and brand management for the company. Prior to joining Enron Broadband Services, Claudia managed her own consulting business serving companies in the public and private sectors. During this period Claudia provided public relations agency services to Cellular One (now AT&T), and was responsible for planning market launch activities for the service in a number of cities nationwide. In 1996, she took the first step leading to her current career with EBS by providing contract work to Portland General Electric, EBS's former parent company. Claudia also provided corporate and technology marketing to such clients as; Global Services Network, Voicestream Wireless, Western Wireless, SEIKO Communications, Big Planet Internet Services, Claremont Technology Group and RadioPage. She has also been a television producer and reporter and has managed numerous successful political campaigns and ballot initiatives. Claudia is an active volunteer and is currently the Chairman of the Board of the Oregon Governors' School for Citizen Leadership. She holds a BA in Journalism from the University of Oregon.

E. Ted Seitz,
Vice President, Global Network Commerce

Appointed Vice President, Network Commerce in July 1999, Mr. Seitz is now responsible for all sales revenue streams associated with Enron Broadband Services' Advanced Fiber Transport Solutions' offerings, dark fiber leasing, and bandwidth trading. Mr. Seitz joined Enron Communications, now Enron Broadband Services, as a founding employee in December 1996.

He held the position of Vice President of Sales through July 1999, and successfully led all EBS sales efforts. Mr. Seitz accumulated 10 years of sales management experience, knowledge, and business relationships in the communications industry prior to joining Enron. He previously held the positions of Director of Wholesale at GST Telecommunications, Wholesale National Accounts Manager at Electric Lightwave, and Western Regional Sales Manager at Allnet. Mr. Seitz holds a Bachelor's Degree in Communications.

Matt Harris,
Vice President, Enterprise Services

As Vice President of Enterprise Services, Mr. Harris is tasked with leading the marketing and sales of bandwidth management services and broadband applications to Fortune 1000 companies. Prior to his role as Vice President of Enterprise Services, Mr. Harris held the positions of Director of Financial Services and Director of Market and Channel Development, where his responsibilities included the development of new market opportunities afforded by Enron's application delivery services and tools. Before joining Enron Broadband Services, Matt utilized his extensive Internet technology experience with Netscape Communications to develop multi-million dollar technology licensing initiatives; and with The Boston Consulting Group and General Electric (a participant in GE's esteemed management training programs). Matt received his MBA from Stanford University and holds Engineering and Psychology degrees from Cornell University.

April Hodgson,
Vice President, Media Services

As Vice President of the Media Services Division, Ms. Hodgson is responsible for managing the marketing and strategic development of the sales and channel management teams. For the past year, prior to becoming the Vice President of Media Services for Enron Communications, April served as a consultant to the Media and Entertainment group. Most recently, Ms. Hodgson co-founded Insight Telecommunications Corporation, a privately held company that provides domestic and international transmission solutions for the broadcast industry. April has accumulated over 15 years of sales management experience, in the fields of broadcasting and telecommunications. She previously held the positions of Senior Vice President, of U.S. sales for GlobeCast North America/France Telecom and Director of Sales for Vyvx/Williams Communications. Ms. Hodgson graduated from the University of Pittsburgh with a BA in Speech and Communication.

John Bloomer,
Vice President, Product Development

John started his career at GE designing very large-scale integrated circuits and embedded systems. With his next move to GE's Research and Development Center, he led a wide-range of applied research projects, using intellectual capital to claim advantages in markets such as medical imaging and distributed control systems. In the mid-90's, as CTO/VP of NBC Cable's Desktop Video ventures, his team helped build one of the first commercially-viable, IP multicast distribution systems. In his tenure with GE, John has led marketing and technology teams in both established businesses and new ventures. Prior to his position with Enron Broadband Services, as VP of Media Services, John was Sr. VP/CIO of Colonial Penn Insurance, a recently-acquired GE Financial Assurance company that sells insurance products directly through call centers and over the Web. He has undergraduate and graduate degrees in EE and computer science.

**Lorraine Simmons,
Vice President, Special Projects**

Lorraine has responsibility for the quality acceptance and support of all operational aspects of Enron Broadband Services Information Technology Organization, Production Network, and Products and Service. The scope of her responsibility includes internal and external Customer Service, Customer Satisfaction, Enterprise Networking, Desktop Support, Network Operations and Control Center, Field Operations, and Security. Lorraine is also a member of the FTV Operational Committee for the Western Build on behalf of Enron Broadband Services. Ms. Simmons joined EBS with 15 years of experience in the communications industry, the last five heavily focused in the Internet industry. She is specifically experienced and skilled in the area of Network Management and Operation support in both startup and well established operational environments. She has previously held positions at GTE Internetworking (Director of Client Services), Telecom*USA, MCI's FAANMC (Federal Aviation Administration Network Management Center), InternetMCI and Genuity Inc. Lorraine attended Dekalb Community College in Dunwoody, Georgia, and the University of Tennessee as a Business Administration major.

**Kevin Kohnstamm,
Vice President, Network Development**

Mr. Kohnstamm has been with Enron Broadband Services since March of 1997 and is one of the first ten employees of the company. A graduate of Columbia University in 1983, he has more than ten years of experience in construction management and regulatory issues. Kevin is responsible for network development functions in North America and Europe including site locating for builds, negotiating build agreements, acquiring right-of-way permits other additional fiber construction activities. Prior to joining Enron, Kevin was the City of Portland's project manager for the construction of the Rose Garden, a \$260 million, 20,000-seat sports arena that was a joint venture between Paul Allen and the City of Portland and is home to the NBA's Portland Trailblazers. Previously, he served the City of Portland as Development Liaison and Capital Improvements Manager for the Office of Transportation. In these roles, he experienced all facets of the development and regulatory process as they relate to public right of way.

**Jeff Foster,
Senior Director, European Business Development**

As Senior Director, of European Business Development, Mr. Foster heads up Enron Communications efforts to expand and develop Enron's fiber optic network into Europe. Before joining Enron Communications, Mr. Foster was responsible for productization of high-speed Internet access solutions over DSL, and the development of US West's intelligent networking initiative. At MFS/WorldCom, Jeff pioneered the IP and ATM application services. Prior to his network development career, Mr. Foster worked in the financial sector for Paine Webber and Smith Barney Shearson.

**John McClain,
Director, Distributor Partnerships**

As the director of Distribution Channels for Enron Broadband Services, Mr. McClain oversees a team responsible for managing and directing network distribution relationships. Enron

Broadband Services delivers products—such as their broadband, streaming multimedia platform ePoweredMediaCast—to end users through the parties serviced by Mr. McClain's team. These parties primarily include national and international ISPs and CLECs. John has 7 years of successful sales, channel development, and sales management experience in the following environments: national and international internet service providers, facilities based tele/data communications companies, systems integrators, and personal computer manufacturers. These companies include DIGEX, an Intermedia Communications Company; Metropolitan Fiber Systems, a Worldcom Company; and Compaq Computer Corporation.

Scott Bolton,

Director, Government & Regulatory Affairs

As Director of Government and Regulatory Affairs for Enron Broadband Services, Mr. Bolton manages public policy development for EBS. He oversees all aspects of government outreach and regulatory compliance. Prior to joining Enron Broadband Services, Scott worked for US Senator Ron Wyden for 5 1/2 years as a field representative working on such diverse issues as: economic development, Telecom, and national defense. Mr. Bolton holds a BS in Political Science from Portland State University. Scott also served in the US Army from 1989-1992.

Scott Smith,

Director, Advanced Fiber Transport Solutions (AFTS)

Mr. Smith leads the marketing and sales group for dark fiber and dense wave carrier services. Prior to running the AFTS group, Mr. Smith led the product marketing team, as well as business development within the eCommerce team. In addition to leading the AFTS group for Enron Broadband Services, Mr. Smith has extensive technical expertise with next generation networks and applications services, including former experience with US WEST Enterprise Data Networking, General Electric Company, SCT, and Andersen Consulting.

Kirk Wright,

Senior Product Manager, Media Cast

As Senior Product Manager for Enron Broadband Services Mr. Wright is responsible for the business operations, service and future enhancements of Enron's streaming media delivery platform, ePowered Media Cast. Before joining EBS, Mr. Wright worked for Intel where he has held the positions of Marketing Manager for the Enterprise Server Group and most recently the Senior Marketing Engineer for the Communications and Internet Server Division, in charge of delivering software and Internet strategy. Kirk holds a Bachelor of Engineering in Civil Engineering from Vanderbilt University and an MBA from the University of Washington in Environmental Management.

INCOME STATEMENT AND BALANCE SHEET

SUBMITTED UNDER SEAL

EXHIBIT D